

EXHIBIT B

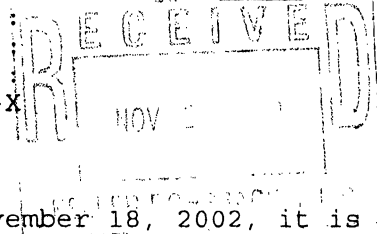
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE WORLDCOM, INC. ERISA LITIGATION

MASTER FILE
02 Civ. 4816 (DLC)

This Document Relates to: All Actions

ORDER



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DENISE COTE, District Judge:

As set forth at a conference on November 18, 2002, it is
hereby

ORDERED as follows:

1. Stephen Vivien, Gail M. Grenier, and John T. Alexander are appointed Lead Plaintiffs.
2. Keller Rohrbach, L.L.P. shall serve as Lead Counsel for all plaintiffs in the above-captioned actions. Jeffrey Lewis of Lewis & Feinberg, P.C. and Elizabeth J. Cabraser of Lief Cabraser Heimann & Bernstein, L.L.P. shall serve as members of the plaintiffs' Steering Committee. Stull, Stull & Brody shall serve as local counsel.
3. Lead Counsel shall have the following responsibilities:
 - a. Sign any consolidated complaint, motions, briefs, discovery requests, objections, stipulations, or notices on behalf of plaintiffs for any matters arising during pretrial proceedings;
 - b. Chair and participate in meetings of the Steering Committee;

- c. Conduct all pretrial proceedings on behalf of plaintiffs;
- d. Brief and argue motions;
- e. Initiate and conduct discovery;
- f. Speak on behalf of plaintiffs at any pretrial conference;
- g. Employ and consult with experts;
- h. Conduct settlement negotiations with defense counsel on behalf of plaintiffs;
- i. Call meetings of plaintiffs' counsel;
- j. Accept service on behalf of all plaintiffs; and
- k. Distribute to all plaintiffs' counsel copies of all notices, orders, and decisions of the Court; maintain an up-to-date list of counsel available to all plaintiffs' counsel on request; keep a complete file of all papers and discovery materials filed or generated in the Consolidated Actions which shall be available to all plaintiffs' counsel at reasonable hours.

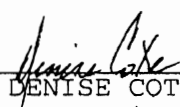
4. Members of the Steering Committee shall be available for conferences with Lead Counsel to consult and advise on strategy and, at the option of lead counsel, to participate in settlement negotiations.

5. Plaintiffs shall file a consolidated amended complaint for the Consolidated Actions and any actions subsequently consolidated with them on or before December 20, 2002.

6. Defendants shall answer or move on or before January 17, 2003. If a motion is filed, plaintiffs shall submit their opposition on or before February 7, 2003. Defendants shall reply on or before February 14, 2003. At the time the reply is served, defendants shall supply two courtesy copies of all motion papers to Chambers by delivering them to the Courthouse Mailroom, 8th Floor, United States Courthouse, 500 Pearl Street, New York, New York.

SO ORDERED:

Dated: New York, New York
November 18, 2002



DENISE COTE
United States District Judge